

LOEWENSTEIN, HAGEN & SMITH, P.C.

ATTORNEYS AT LAW

1204 SOUTH FOURTH STREET
SPRINGFIELD, ILLINOIS
62703-2229

RALPH H. LOEWENSTEIN
HENRY C. HAGEN
GARY L. SMITH

TELEPHONE: (217) 525-1199
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June 13, 2000

Fax #: 312/814-7289

Fax #: 557-4294

Ms. Claudia Sainsot
Hearing Examiner
Illinois Commerce Commission
160 N. LaSalle St., Ste. C-800
Chicago, IL 60601-3104

Ms. Cindy Jackson
Illinois Commerce Commission
Telecommunications Section
Post Office Box 19280
Springfield, IL 62794

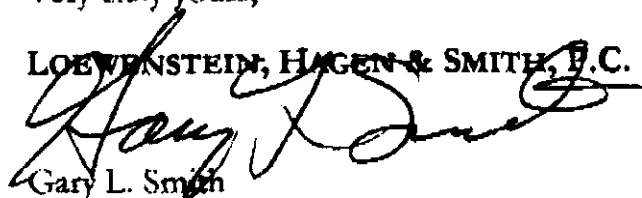
Dear Examiner Sainsot and Cindy:

Re: Diverse Communications, Inc.
Docket No. 00-0324
Our file: 97-1921

Enclosed are the exhibits I plan on referring to at the hearing.

Very truly yours,

LOEWENSTEIN, HAGEN & SMITH, P.C.


Gary L. Smith

GLS/vls
Enclosures

OFFICIAL FILE

I.C.C. DOCKET NO. 00-0324

App Exhibit No. 2

Witness _____

Date 6/15/2000 Reporter J.W.

Date _____ Reporter _____

Witness _____

Exhibit No. _____

I.C.C. DOCKET NO. _____

OFFICIAL FILE



Whereas,

ARTICLES OF INCORPORATION OF
DIVERSE COMMUNICATIONS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 10TH
day of JANUARY A.D. 1994 and
of the Independence of the United States
the two hundred and 18TH*

George H. Ryan
SECRETARY OF STATE

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

94R0703

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

JAN 10 1994

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

Date 1-10-94
Franchise Tax \$ 75.00
Filing Fee \$ 75.00
Approved *R* \$ 150.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: Diverse Communications, Inc.

(The corporate name must contain the word "corporation", "company", "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Douglas G. Swanson
First Name Middle Initial Last name
Initial Registered Office: 246 North Division St
Number Street Suite #
Woodhull 61490 Henry
City Zip Code County

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful business for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

4. Paragraph 1: Authorized Shares, issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ n/a	1,000	1,000	\$ 50,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are: None

(If not sufficient space to cover this point, add one or more sheets of this size.)

*Return to Gary L Smith
1204 S 4th St
Springfield IL 62703-2229*

(over)

5. OPTIONAL: (a) Number of directors constituting the initial board of directors of the corporation: _____
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address

6. OPTIONAL: (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. OPTIONAL: OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated December 9, 19 93.

Signature and Name	Address
1. <u>Cecil Fors, President</u> Signature Cecil Fors, President Woodhull Community Telephone Company (Type or Print Name)	1. <u>Post Office Box 117</u> Street <u>Woodhull, Illinois 61490</u> City/Town State Zip Code

I, Douglas Swanson, Secretary of Woodhull Community Telephone Company, attest that the foregoing Articles of Incorporation of Tricomm, Inc. were executed by CECIL FORS, President of Woodhull Community Telephone Company, an Illinois corporation.

Douglas Swanson

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice President and verified by him, and attested by its Secretary or Assistant Secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-9522
782-9523

Woodhull Community Telephone Company, Inc.
And Subsidiaries: Diverse Communications, Inc. and Woodhull Cellular, Inc.
Comparative Balance Sheets
(Unaudited)

DIVERSE COMMUNICATIONS, INC.

ASSETS

	December 31,	
	1999	1998
Current Assets:		
Cash and Cash Equivalents	\$78,257	\$35,093
Due from Customers	20,897	19,230
Accounts Receivable New Windsor CATV	1,950	1,950
Total Current Assets	<u>101,104</u>	<u>56,273</u>
Non-current Assets:		
Deferred Charges	55,689	55,261
Land Deposit	500	500
HBO Security Deposit	0	5,000
Investment in WINS	22,500	22,500
Investment in TRIO	5,000	5,000
Total Noncurrent Assets	<u>83,689</u>	<u>88,261</u>
Intangibles:	<u>279,140</u>	<u>304,516</u>
Fiber Cable	104,643	104,643
CATV Utility Plant	398,791	389,281
Less: Accumulated Depreciation	220,477	171,861
Net Plant	<u>282,957</u>	<u>322,063</u>
Total Assets	<u>\$746,890</u>	<u>\$771,113</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Accounts Payable	\$518,586	\$345,064
Accrued Franchise Fees	475	466
Total Current Liabilities	<u>519,061</u>	<u>345,530</u>
Long Term Debt	<u>0</u>	<u>186,765</u>
Stockholders' Equity:		
Common Stock, par value \$300, 1000 Shares Issued and Outstanding	300,000	300,000
Retained Earnings	(72,171)	(61,182)
Total Stockholders' Equity	<u>227,829</u>	<u>238,818</u>
Total Liabilities and Stockholders' Equity	<u>\$746,890</u>	<u>\$771,113</u>

See accountant's report.
(11)

Woodhull Community Telephone Company, Inc.
And Subsidiaries: Diverse Communications, Inc. and Woodhull Cellular, Inc.
Comparative Income Statements and Retained Earnings
(Unaudited)

DIVERSE COMMUNICATIONS, INC.

INCOME STATEMENT

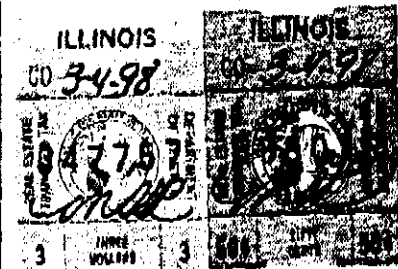
	December 31,	
	1999	1998
Operating Income:		
CATV Revenue	\$156,968	\$159,445
Other Revenue	1,028	0
Less: Uncollectibles	0	(196)
Total Operating Income	<u>157,996</u>	<u>159,641</u>
Operating Expenses:		
Programming	42,097	44,090
Management Fees	33,521	18,530
Depreciation	48,616	47,678
Accounting	7,000	7,000
Amortization	25,376	25,376
General Office and Administration	2,959	1,502
Repairs and Maintenance	1,130	4,170
Land Lease	1,071	1,071
Legal	609	1,291
Pole Rent	3,028	2,973
Total Operating Expenses	<u>165,407</u>	<u>153,681</u>
CATV Operating Income (Loss)	<u>(7,411)</u>	<u>5,960</u>
Operating Income and (Expense)		
Interest Expense	(3,929)	(20,451)
Interest Income	351	420
Total Other (Expense)	<u>(3,578)</u>	<u>(20,031)</u>
Net Loss	<u>(\$10,989)</u>	<u>(\$14,071)</u>
RETAINED EARNINGS		
Balance, January 1	(\$61,182)	(\$47,111)
Net Loss	<u>(10,989)</u>	<u>(14,071)</u>
Balance, December 31	<u>(\$72,171)</u>	<u>(\$61,182)</u>

See accountant's report.
(12)

WARRANTY DEED

Prepared by: THOMAS W. MONTGOMERY
Attorney at Law
127 N. Prospect Street
P. O. Box 176
Cambridge, Illinois 61238-0176

Tax Bill to: WOODHULL COMMUNITY TELEPHONE CO.
246 N. Division
Woodhull, Illinois 61490



HENRY COUNTY
REAL ESTATE
TRANSFER TAX 1.75

The Grantor, GLENDA NELSON-MEJIA, a married woman whose spouse has no estate of homestead in the real estate herein described, of Alado, County of Mercer and State of Illinois for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, CONVEYS and WARRANTS to

Grantee, DIVERSE COMMUNICATIONS, INC.

of Woodhull, County of Henry and State of Illinois, the following described real estate, to-wit:

North Forty (40) feet of East Twenty-Four (24) feet of Lot Fourteen (14) in Block Seven (7), in the Original Town, now Village of Alpha,

RESERVING unto the Grantor an easement of ingress and egress over that portion of the above-described tract lying west of the existing masonry building, being approximately eight (8) feet in width. This easement is for the benefit of the lands of the Grantor lying south of and adjacent to the above-described tract. This easement runs from the public alley north of the above-described tract to the lands of the Grantor south of and adjacent to the above-described tract. This easement runs with the land;

situated in the County of Henry, in the State of Illinois, hereby releasing and waiving all right under and by virtue of the Homestead Exemption Laws of this State.

Subject to easements, covenants, restrictions of record and the taxes for 1997 and subsequent years.

Dated this 6th day of December, A.D. 1997.

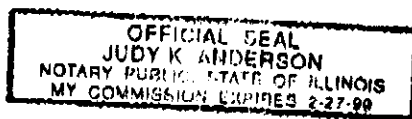

GLENDA NELSON-MEJIA

State of Illinois,)
County of Henry) ss.

I, the undersigned, a Notary Public in and for the said County and State aforesaid, do hereby certify that GLENDA NELSON-MEJIA, a married woman whose spouse has no estate of homestead in the real estate herein described, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that she signed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth, including the release and waiver of the right of homestead.

Given under my hand and official seal, this 2nd day of March, A.D. 1998.

Judy K. Anderson
Notary Public



LOEWENSTEIN, HAGEN & SMITH, P.C.

ATTORNEYS AT LAW

1204 SOUTH FOURTH STREET
SPRINGFIELD, ILLINOIS
62703-2229

RALPH H. LOEWENSTEIN
HENRY C. HAGEN
GARY L. SMITH

TELEPHONE: (217) 525-1199
FACSIMILE: (217) 522-6047

FAX TRANSMITTAL SHEET

TO: *Claudia Sainsot, Hearing Examiner* FAX: *312/814-7289*

DATE: *June 13, 2000*

MESSAGE:

FROM: *Gary L. Smith* (FAX: *217/522-6047*)

NUMBER OF PAGES: *8*

If you experience any problems with this transmission, please contact Vickie immediately at 217/789-0500.

☒ *Original will not follow.*

Original will follow via:

- ☐ *Regular mail*
☐ *Overnight Delivery*
☐ *Hand Delivery*

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ILLINOIS COMMERCE COMMISSION

March 27, 1998

Re: 98-0054

Dear Sir/Madam:

Enclosed is a certified copy of the Order entered by this Commission.

Sincerely,

Donna M. Caton
Donna M. Caton
Chief Clerk

Enc.

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Diverse Communications, Inc.	:	
	:	
Application for a certificate of	:	
service authority to provide local	:	98-0054
exchange telecommunications	:	
service in GTE's Alpha exchange	:	
on a facilities and resold basis.	:	
	:	

ORDER

By the Commission:

On January 23, 1998, Diverse Communications, Inc. ("Applicant" or "Diverse") filed a petition with the Illinois Commerce Commission ("Commission") seeking a certificate of service authority to provide resold local exchange telecommunications services throughout Illinois pursuant to Section 13-404 of the Public Utilities Act ("Act") (220 ILCS 5/13-404) and facilities based service within GTE's Alpha exchange pursuant to Section 13-4-5 of the Act (220 ILCS 5/13-405).

No petitions to intervene were filed in this proceeding.

Pursuant to due notice, a hearing was held in this matter before a duly authorized Hearing Examiner of the Commission at its offices in Springfield, Illinois on March 10, 1998. Applicant appeared by counsel and presented the testimony of George Wirt, Petitioner's General Manager. Ms. Cindy Jackson of the Consumer Services Division, and Ms. Judith Marshall and Ms. Stacy Buecker of the Telecommunications Division appeared for Commission Staff ("Staff") and cross-examined Mr. Wirt. At the conclusion of the hearing March 10, 1998, the record was marked "Heard and Taken."

Mr. Wirt testified that Diverse is seeking to provide resold service on a statewide basis and facilities based service within GTE's Alpha exchange. Diverse is currently engaged in providing cable television service in Alpha and Woodhull, Illinois. Diverse is also a wholly owned subsidiary of Woodhull Community Telephone Company, which is a local exchange carrier. The financial statements show that Diverse has a positive net worth and has the financial resources and abilities to provide the requested service. Mr. Wirt further stated that Woodhull Community Telephone Company was willing to provide Diverse with additional financial resources if necessary.

Mr. Wirt testified that Diverse has used employees of Woodhull Community Telephone Company to install and repair cable television networks and will use those employees as needed in providing the proposed service. Diverse has purchased a building in Alpha which will host a remote switch that will operate in conjunction with the main switch at the Woodhull telephone office. The facility and the remote switch and local loop will be owned by Diverse.

Mr. Wirt testified that he is responsible for the overall management of Diverse's operations, including oversight of the financial, operational, marketing, and administrative functions of the Applicant. Mr. Wirt is also responsible for regulatory compliance and will be the Consumer Affairs Division's contact for any consumer complaints. Mr. Wirt has extensive experience in the telecommunications field.

Mr. Wirt testified that Diverse has the technical, financial, and managerial resources and abilities to provide resold local exchange and facilities based telecommunications services.

Mr. Wirt further testified that the Applicant will comply with the requirements of the Act and the applicable Commission regulations. The Applicant will cooperate with the Universal Telephone Assistance Corporation and will participate in programs for the hearing impaired. Mr. Wirt further indicated that Applicant will insure collection and remittance of line charges for the TTY Equipment Loan Program and Telecommunications Relay Service and will support UTSAP. He further stated that Applicant will insure that 9-1-1 service to its customers is in full compliance with the Emergency Telephone System Act and 83 Ill. Adm. Code 725.

Applicant has requested a variance from Part 735.180 concerning the issuance of telephone directories.

Staff did not present any objections to the application.

Based on the foregoing, the Commission concludes that granting Applicant's application is consistent with Sections 13-404 and 13-405 of the Act and that Applicant possesses sufficient technical, financial, and managerial resources to provide the proposed telecommunications services. The Commission concludes that the Applicant's certificates of service authority should be granted to Applicant as well as the requested waivers and/or variances.

The Commission, having considered the entire record, is of the opinion and finds that:

- (1) Applicant is an Illinois corporation and is qualified to do business in Illinois and is a telecommunications carrier within the meaning of Section 13-202 of the Public Utilities Act;

- (2) Applicant seeks a certificate of service authority to provide, pursuant to Section 13-404 of the Act, resold exchange telecommunications services throughout Illinois and seeks a certificate of service authority to provide, pursuant to Section 13-405 of the Act, facilities based telecommunications service within GTE's Alpha exchange;
- (3) the Commission has jurisdiction over the Applicant and the subject matter of this proceeding;
- (4) the recitals of fact and conclusions reached in the prefatory portion of this Order are supported by the record and are hereby adopted as findings of fact;
- (5) as required by Sections 13-404 and 13-405 of the Act, Applicant possesses sufficient technical, financial and managerial resources and abilities to provide resold exchange telecommunications services within the State of Illinois;
- (6) with regard to applicant's provision of resold local exchange telecommunications services, Applicant should be granted a variance from 83 Ill. Adm. Code 735.180 which requires the publication of a directory on the condition that Applicant will make arrangements with the incumbent LECs to list Applicant's customers in the directories published by the incumbent LECs;
- (7) the applicability of waivers and variance of rules with respect to Applicant is subject to any future Commission proceeding initiated to consider the applicability of such rules;
- (8) Applicant should file with the Commission any necessary tariffs, consisting of its rates, rules, and regulations to be effective upon proper filing, before commencing the proposed local exchange service.

IT IS THEREFORE ORDERED that Diverse Communications, Inc. is hereby granted a Certificate of Service Authority pursuant to Section 13-404 of the Act for the provision of resold local exchange service and is hereby granted a Certificate of Exchange Service Authority pursuant to Section 13-405 of the Act for the provision of facilities based service.

IT IS FURTHER ORDERED that the Certificate of Service Authority herein granted shall be the following:

CERTIFICATE OF SERVICE AUTHORITY

IT IS HEREBY CERTIFIED that Diverse Communications, Inc. is authorized, pursuant to Section 13-404 of the Public Utilities Act, to provide resold local exchange telecommunications services within the State of Illinois.

IT IS FURTHER ORDERED that the Certificate of Exchange Service Authority herein granted shall be the following:

CERTIFICATE OF EXCHANGE SERVICE AUTHORITY

IT IS HEREBY CERTIFIED that Diverse Communications Inc. is authorized, pursuant to Section 13-405 of the Public Utilities Act, to provide facilities-based exchange telecommunication services within the geographic areas within the State of Illinois served by GTE's Alpha, Illinois exchange.

IT IS FURTHER ORDERED that Diverse Communications, Inc. is required to comply with the provisions of 83 Ill. Adm. Code 705, 725, 735 (except for 735.180), 755, 756, 757, and 772, the Emergency Telephone System Act, and Sections 13-301, 13-301.1 and 13-703 of the Public Utilities Act, with regard to its provision of resold local exchange telecommunications service.

IT IS FURTHER ORDERED that Diverse Communications, Inc. is granted a variance from 83 Ill. Adm. Code 735.180, subject to the condition set forth in finding (6) above.

IT IS FURTHER ORDERED that the applicability of waivers and variances of rules with respect to Diverse Communications, Inc. is subject to any future Commission proceeding initiated to consider the applicability of such rules.

IT IS FURTHER ORDERED that Diverse Communications, Inc. shall file with this Commission any necessary tariffs, consisting of its rates, rules, and regulations to be effective upon proper filing, before commencing any of the proposed local exchange services.

IT IS FURTHER ORDERED that subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.800, this order is final; it is not subject to the Administrative Review Law.

By order of the Commission this 25th day of March, 1998.

(SIGNED) DAN MILLER

Chairman

(S E A L)

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
CERTIFICATE

Re: 98-0054

I, DONNA M. CATON, do hereby certify that I am Chief Clerk of the Illinois Commerce Commission of the State of Illinois and keeper of the records and seal of said Commission with respect to all matters except those governed by Chapters 18a and 18c of The Illinois Vehicle Code.

I further certify that the above and foregoing is a true, correct and complete copy of the Order made and entered of record by said Commission on March 25, 1998.

Given under my hand and seal of said Illinois Commerce Commission at Springfield, Illinois, on March 27, 1998.

Donna M. Caton

Chief Clerk